

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

**This Motion relates to PREPA
and shall be filed in Lead Case
No. 17 BK 3283-LTS and Case
No. 17 BK 4780-LTS.**

Re: ECF Nos. 2055, 2198

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM FOR
REJECTION DAMAGES**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801 (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations)).

PLEASE TAKE NOTICE that this Court entered the *Order (A) Establishing Deadlines and Procedures for Filing Proofs of Claim and (B) Approving Form and Manner of Notice Thereof*, [ECF No. 2521 in Case No. 17-3283] (the “Initial Bar Date Order”) and the *Order (A) Extending Deadlines for Filing Proofs of Claim and (B) Approving Form and Manner of Notice Thereof* [ECF No. 3160] (together with the Initial Bar Date Order, the “Bar Date Orders”), establishing deadlines and procedures for filing proofs of claim by any party to a rejected executory contract or unexpired lease (“Rejection Claims”). Pursuant to the Bar Date Orders, any Rejection Claims must be filed on or before 4:00 p.m. (Atlantic Standard Time) on the first business day that is thirty-five (35) calendar days after the entry of an order by the Court authorizing rejection of a contract. Initial Bar Date Order ¶ 3(b).

PLEASE TAKE FURTHER NOTICE that on September 17, 2020, the Court entered the *Order Granting Omnibus Motion of Puerto Rico Electric Power Authority for Entry of an Order (A) Authorizing PREPA to Reject Certain Power Purchase and Operating Agreements, and (B) Granting Related Relief*, [ECF No. 2198 in Case No. 17-4780, ECF No. 14334 in Case No 17-3283] (the “Rejection Order”). Pursuant to the Rejection Order, each of the power purchase and operating agreements listed on Exhibit A to the *Notice of Submission of Amended Exhibit to Omnibus Motion of Puerto Rico Electric Power Authority for Entry of an Order (A) Authorizing PREPA to Reject Certain Power Purchase and Operating Agreements, and (B) Granting Related Relief*, [ECF No. 2055 in Case No. 17-4780, ECF No. 13587 in Case No 17-3283], also listed on Exhibit A to this Notice (the “Rejected PPOAs”), are deemed rejected. Rejection Order ¶ 2.

PLEASE TAKE FURTHER NOTICE that pursuant to the Rejection Order and the Bar Date Orders, any rejection damages claims based on the Rejected PPOAs must be filed on or before 4:00 p.m. (Atlantic Standard Time) on **Thursday, October 22, 2020**. Any holder of a rejection

damages claim on account of any of the rejected PPOAs that fails to timely file a proof of claim in the appropriate form will be forever barred from asserting such claim against all Debtors in these Title III Cases, from voting on any plan of adjustment filed in these Title III Cases, and from participating in any distribution in these Title III Cases on account of such claim. The Debtors reserve the right to object to any claims on any grounds whatsoever (including on the priority and dollar amount of damages asserted in the claim).

PLEASE TAKE FURTHER NOTICE that the Oversight Board shall serve this *Notice of Deadline for Filing Proofs of Claim for Rejection Damages* on (a) the contract counterparties to each of the Rejected PPOAs; (b) the U.S. Trustee; and (c) the Master Service list (as defined by the *Thirteenth Amended Case Management Procedures* [ECF No. 13512-1]), which is available on the Debtors' case website at <https://cases.primeclerk.com/puertorico>.

PLEASE TAKE FURTHER NOTICE that copies of the Rejection Order and all other related pleadings filed in these Title III Cases are available (a) free of charge by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

[Remainder of Page Intentionally Left Blank]

Dated: September 21, 2020
San Juan, Puerto Rico

Respectfully submitted,

/s/ Paul V. Possinger

Martin J. Bienenstock (*pro hac vice*)

Paul V. Possinger (*pro hac vice*)

Ehud Barak (*pro hac vice*)

Margaret A. Dale (*pro hac vice*)

Daniel S. Desatnik (*pro hac vice*)

PROSKAUER ROSE LLP

Eleven Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for the
Commonwealth of Puerto Rico and the Puerto
Rico Electric Power Authority*

/s/ Luis F. Del Valle-Emmanuelli

LUIS F. DEL VALLE-EMMANUELLI

USDC-PR No. 209514

P.O. Box 79897

Carolina, Puerto Rico 00984-9897

*Co-Attorney for the Financial Oversight and
Management Board as Representative of the
Debtor*

EXHIBIT A

List of Rejected PPOAs

1. Renewable Power Purchase and Operating Agreement between South Solar Two Project, LLC and PREPA, dated October 10, 2012, as amended October 10, 2012 Contract No: 2013-P00047.
2. Power Purchase and Operating Agreement between Wind to Energy Systems, LLC and PREPA, dated March 30, 2011 Contract No. 2011-P00101.
3. Power Purchase and Operating Agreement by and between Cabo Solar Farm, LLC and PREPA, dated December 17, 2012 Contract No. 2013-P00069.
4. Renewable Power Purchase and Operating Agreement between North Coast Solar, LLC and PREPA, dated August 28, 2012, as amended December 17, 2012, June 12, 2014 and June 4, 2015 Contract No. 2013-P00041.
5. Power Purchase and Operating Agreement by and between Carolina Solar Farm LLC and PREPA, dated December 21, 2012 Contract No. 2013-P00067.
6. Renewable Power Purchase and Operating Agreement by and between GG Alternative Energy Corporation and PREPA, dated December 26, 2012. Contract No. 2013-P00077.
7. Renewable Power Purchase and Operating Agreement by and between HSEA PR Isla Solar I, LLC and PREPA, dated December 13, 2012 Contract No. 2013-P00057.
8. Power Purchase and Operating Agreement by and between Interamerican Energy Sources, LLC and PREPA, dated December 30, 2011 Contract No. 2012-P00060.
9. Renewable Power Purchase and Operating Agreement by and between Juncos Solar Energy, LLC and PREPA, dated May 15, 2012 Contract No. 2012-P00138.
10. Renewable Power Purchase and Operating Agreement by and between Lajas Solar Project, LLC and PREPA, dated October 10, 2012, as amended October 10, 2012 Contract No. 2013-P00046.
11. Power Purchase and Operating Agreement by and between GG Alternative Energy Corporation and PREPA, dated December 28, 2012 Contract No. 2013-P00071.
12. Renewable Power Purchase and Operating Agreement between Jonas Solar Energy LLC and PREPA, dated May 9, 2012 Contract No. 2012-P00140.
13. Power Purchase and Operating Agreement between NRG Solar Isabela LLC and PREPA, dated December 21, 2012 Contract No. 2013-P00068.
14. Power Purchase and Operating Agreement between Rea Energy Ceiba Solar Plant, LLC and PREPA, dated December 28, 2012 Contract No. 2013-P00076.

15. Renewable Power Purchase and Operating Agreement between Rea Energy Luquillo Solar Plant, LLC and PREPA, dated October 10, 2012, as amended December 28, 2012 Contract No. 2013-P00051.
16. Power Purchase and Operating Agreement between Renewable Power Group, Inc. and PREPA, dated August 1, 2011 Contract No. 2012-P00010.
17. Power Purchase and Operating Agreement between Renewable Power Group, Inc. and PREPA, dated August 1, 2011 Contract No. 2012-P00009.
18. Renewable Power Purchase and Operating Agreement between Moca Solar Farm, LLC and PREPA, dated July 20, 2012, as amended December 17, 2012, June 12, 2014 and June 4, 2015 Contract No. 2013-P00003.
19. Renewable Power Purchase and Operating Agreement between Solar Project Ponce, LLC and PREPA, dated October 10, 2012, as amended October 10, 2012 Contract No. 2013-P00045.
20. Renewable Power Purchase and Operating Agreement between Tropical Solar Farm, LLC and PREPA, dated November 3, 2011 Contract No. 2012-P00041.
21. Power Purchase and Operating Agreement between Vega Baja Solar Energy LLC and PREPA, dated May 15, 2012, as amended December 28, 2012. Contract No. 2013-P00139.
22. Power Purchase and Operating Agreement between Tradewinds Energy LLC and PREPA, dated October 19, 2011, Contract No. 2012-P00028.
23. Power Purchase and Operating Agreement between Tradewinds Energy LLC and PREPA, dated October 19, 2011 Contract No. 2012-P00030.
24. Renewable Power Purchase and Operating Agreement by and between Hatillo Solar LLC and PREPA, dated December 13, 2012 Contract No. 2013-P00074.
25. Power Purchase and Operating Agreement between ReSun (Farjado), LLC and PREPA, dated December 16, 2011. Contract No. 2012-P00062.
26. Power Purchase and Operating Agreement between Energy Answers Arecibo, LLC and PREPA, dated December 4, 2009.
27. Renewable Power Purchase and Operating Agreement between Yabucoa Solar LLC (as successor in interest to Western Wind Puerto Rico Corp.) and PREPA, dated February 25, 2011, as amended June 7, 2011, March 23, 2012 and August 29, 2012 Contract No. 2011-P00090.